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**PROPOSED ATTORNEYS FOR DEBTOR SUPERIOR AIR PARTS, INC.**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>IN RE</b>	<b>§ Chapter 11</b>
	<b>§</b>
<b>SUPERIOR AIR PARTS, INC.</b>	<b>§ Case No. 08-36705</b>
	<b>§</b>
<b>Debtor.</b>	<b>§</b>

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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true and correct copy of the Notice of Auction and Hearing in Respect of Debtor's Motion for the Sale of Substantially All of Superior Air Parts, Inc.'s Assets Pursuant to Sections 105 and 363 of the Bankruptcy Code Free and Clear of Liens, Claims, Encumbrances and Interests and Notice of Bar Date to File Proofs of Claim, a copy of which is attached hereto, was served on the parties listed on the Limited Service List by fax or email, as indicated on the attached list, and by United States first class mail on the parties on the attached Comprehensive Service List on January 14, 2009.

Respectfully submitted,

/s/ Stephen A. Roberts

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**Proposed Bankruptcy Attorneys for  
the Debtor**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

**IN RE:**

§

§ **Chapter 11**

§

**SUPERIOR AIR PARTS, INC.**

§ **Case No. 08-36705-BJH-11**

§

**Debtor.**

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**NOTICE OF AUCTION AND HEARING IN RESPECT OF DEBTOR'S MOTION  
FOR THE SALE OF SUBSTANTIALLY ALL OF SUPERIOR AIR PARTS, INC.'S  
ASSETS PURSUANT TO SECTIONS 105 AND 363 OF THE BANKRUPTCY CODE  
FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS.**

**NOTICE OF BAR DATE TO FILE PROOFS OF CLAIMS**

**YOUR RIGHTS MAY BE AFFECTED**

TO ALL INTERESTED PARTIES:

PLEASE TAKE NOTICE that on December 31, 2008, Superior Air Parts, Inc. ("Superior" or "Debtor") filed for protection under Chapter 11 of the United States Bankruptcy Code. Superior sells Superior-brand parts for engines created by Teledyne Continental Motors, Inc. and the Lycoming Engines division of Avco Corporation, a subsidiary of Textron Inc. Superior is also an OEM for the 180-horsepower Vantage Engine and owner-built XM-360 engines for various aircraft companies. Superior is a distributor of over 2,000 general parts purchased from other manufacturers which complement its own product line. On January 2, 2009, Superior, as debtor-in-possession, filed a motion (the "Sale Motion") with the United States Bankruptcy Court for the North District of Texas, Dallas Division (the "Court"), requesting entry of an order (the "Sale Order"), pursuant to sections 105 and 363 of title 11 of the United States Code, authorizing the sale (the "Asset Sale") free and clear of all liens, claims, encumbrances and interests of substantially all of its assets ("Superior Assets").

PLEASE TAKE FURTHER NOTICE:

- A. Pursuant to an order, dated on or about January 9, 2009 (the "Bid Procedures Order"), the Debtor will conduct an auction (the "Auction") at the offices of Strasburger & Price, LLP, 901 Main Street, Suite 4400, Dallas, Texas 75202-3794 at 9:00 a.m. on February 24, 2009 (Prevailing Central Time), for the sale of the Superior Assets. Parties wishing to participate at the Auction must submit "Qualified Bids" so as to be actually received by February 19, 2009 at 4:00 p.m. (Prevailing Central Time) (the "Bid Deadline"), which bids must be delivered in accordance with the Bid Procedures Order and provide for total consideration to the Debtor of not less than

\$12,350,000.00 for the purchase of the Superior Assets, subject to inventory adjustments not greater than the Debtor's agreement with Avco Corporation referenced below. The Bid Procedures Order also sets forth, among other things, the specific requirements for a bid to be a Qualified Bid.

- B. A hearing (the "Sale Hearing") will be held on February 24, 2009 at 3:15 p.m. (Prevailing Central Time), or as soon thereafter as counsel can be heard, before the Honorable Barbara J. Houser in the United States Bankruptcy Court for the Northern District of Texas, U. S. Courthouse, 1100 Commerce Street, at Dallas, Texas 75242 at which time the Debtor will seek entry of an order approving the Asset Sale in accordance with the Bid Procedures Order.
- C. The Debtor has selected Avco Corporation, a subsidiary of Textron Inc. ("Avco") as the stalking horse bidder pursuant to the terms of that certain Asset Purchase Agreement dated as of December 30, 2008 (the "Agreement"), which Agreement provides among other things, for the sale of the Superior Assets by the Superior to Avco free and clear of all liens, claims, encumbrances and interests. Under the terms of the Agreement, Avco will provide aggregate consideration in the amount of \$11,500,000 in cash, subject to certain adjustments and the auction process, for the purchase of the Superior Assets.
- D. Any entity that wishes to submit a bid for the purchase of the Superior Assets must comply in all respects with the terms and conditions established by the Bid Procedures Order. Copies of the Bid Procedures Order are available by going to <http://www.strasburger.com/client/SuperiorAirParts/>.
- E. Any entity that wishes to submit a bid for Superior Assets is strongly advised to contact Donna Krupa, Paralegal at Strasburger & Price, LLP. Her email address is: [donna.krupa@strasburger.com](mailto:donna.krupa@strasburger.com).

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Asset Sale must be made in writing, filed with the Court, and served in accordance with the terms and conditions established by the Bid Procedures on or before February 17, 2009.

PLEASE TAKE FURTHER NOTICE that in the absence of any timely objection, the Debtor will submit to the Court a form of order setting forth, among other things, that (i) the notice procedures of the Sale Motion have been satisfied, (ii) no objection to the Sale Motion was timely made or such objection has been resolved, and (iii) the Debtor may proceed with the relief requested in the Sale Motion.

PLEASE TAKE FURTHER NOTICE that the form of order will also provide that to the extent any person or entity has, or claims to have, any lien, claim, encumbrance, or charge of any kind or nature whatsoever or any other interest, whether known or unknown ("Interest") in the Superior Assets (including, but not limited to claims relating to warranty, defect or similar claims), pursuant to the Sale Motion, such Interest will attach to the proceeds derived by the Debtor from the sale of the Superior Assets in order

of their priority and with the same validity, force and effect that such Interest now has against the Superior Assets, subject to all rights and defenses the Debtor may have; and further that all entities holding such Interests are forever barred and enjoined from asserting such Interests against Avco, its affiliates, successors or assigns, or the Superior Assets.

PLEASE TAKE FURTHER NOTICE that any entity wishing to receive a copy of the Sale Motion, Bid Procedures Order or Agreement, go to <http://www.strasburger.com/client/SuperiorAirParts>.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE SALE MOTION WITHOUT FURTHER NOTICE TO YOU OR THE OPPORTUNITY TO OBJECT.

PLEASE TAKE FURTHER NOTICE that the DEADLINE FOR FILING PROOFS OF CLAIMS is **February 17, 2009**. If you have a claim against Superior you MUST file a proof of claim before the bar date for filing proofs of claims set by the court or your claim will be forever barred. You may obtain an official proof of claim form and filing instructions from the bankruptcy court at <http://www.txnb.uscourts.gov/Reference-Library/Forms>.

This is the only notice you will receive concerning the subject matter contained herein. Accordingly, you are urged to consult with counsel of your choosing or otherwise respond to this notice as you deem appropriate.

Dated: January 9, 2009

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